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ATTORNEYS AT LAW SPEAR STREET TOWER ONE MARKET PLAZA

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NEWPORT BEACH, CALIFORNIA 92660

PORT BEACH, CALIFOR: 1714) 752-7535

March 14, 1988

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TERSTATE COMMERCE COMMISSION

RECORDATION N

FEDERAL EXPRESS

Interstate Commerce Commission 12th Street and Constitution Avenue N.W. Washington, D.C. 20423

Attn: Railroad Liens Unit

Room 2303

Secretary of Interstate Commerce Commission:

We are special counsel to Bankers Trust Company of California, National Association ("Bankers Trust"). On behalf of Bankers Trust, we have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations promulgated thereunder.

This document is an Agreement to Assign and Transfer Interest in Lease of Railroad Equipment, a secondary document, dated as of August 17, 1987 (the "Agreement").

The primary document to which this is connected is recorded under Recordation No. 9797.

We request that the Agreement be cross-indexed.

The names and addresses of the parties to the Agreement are as follows:

Assignor/Transferor

Wells Fargo Bank, National Association 343 Sansome Street, 11th Floor San Francisco, California 94104 Attn: Jack W. Wetzel, Vice President

Assignee/Transferee

Bankers Trust Company of California,
National Association
50 Fremont Street, 10th Floor
San Francisco, California 94105
Attn: Lawrence J. Bell,
Assistant Vice President

A description of the equipment covered by the Agreement follows:

One hundred seventy-seven (177) 100-ton hopper cars bearing Union Carbide Corporation, as lessee ("Lessee"), road numbers RAIX 57220-57396, inclusive, and two hundred forty-three (243) 100-ton tank cars bearing Lessee road numbers RAIX 2359-2369, 2540-2575, 2701-2717, 3001-3009, 3401-3456, 6577-6650, 8025-8059, and 9149-9153, all inclusive.

A fee of \$10 is enclosed, as required by 49 C.F.R. \$1177.3(c). Please return the original and any extra copies not needed by the Commission for recordation to the undersigned at Brobeck, Phleger & Harrison, One Market Plaza, Spear Street Tower, San Francisco, California 94105.

A short summary of the document to appear in the

Secretary of Interstate Commerce Commission March 14, 1988

3.

index follows:

Agreement to Assign and Transfer between Wells Fargo Bank, N.A., 343 Sansome Street, San Francisco, California 94104 and Bankers Trust Company of California, N.A., 50 Fremont Street, San Francisco, California 94105, dated as of August 17, 1987 and covering one hundred seventy-seven (177) 100-ton hopper cars bearing Union Carbide Corporation, as lessee ("Lessee"), road numbers RAIX 57220-57396, inclusive, and two hundred fortythree (243) 100-ton tank cars bearing Lessee road numbers RAIX 2359-2369, 2540-2575, 2701-2717, 3001-3009, 3401-3456, 6577-6650, 8025-8059, and 9149-9153, all inclusive, and connected to the Lease of Railroad Equipment dated as of July 1, 1978 and assigned ICC Recordation No. 9797, as amended and supplemented.

Please do not hesitate to contact me at (415) 442-0900 if you have any questions or require any additional information.

Very truly yours,

Steven J. Tonsfeldt

Attorney for

Bankers Trust Company of

California, N.A.

cc: Jack W. Wetzel Lawrence J. Bell

Enclosure G1005-3-C

AGREEMENT TO ASSIGN AND TRANSFER 15 1988 · 10 10 PM INTEREST IN
LEASE OF RAILROAD EQUIPMENTERSTATE COMMERCE COMMISSION

WHEREAS, Wells Fargo Bank, National Association, ("Wells Fargo") has agreed to sell a certain portion of its corporate trust, corporate agency, related escrow and stock transfer business (the "Corporate Trust Business") to Bankers Trust Company of California, National Association ("Bankers Trust") pursuant to a Purchase Agreement dated as of February 27, 1987 (the "Purchase Agreement") between Wells Fargo and Bankers Trust (as successor to BT Trust Company of California, National Association); and

WHEREAS, in connection with the sale of the Corporate Trust Business, the individual corporate trust accounts described in the Purchase Agreement were transferred from Wells Fargo to Bankers Trust, and Bankers Trust succeeded to Wells Fargo's position as trustee pursuant to such accounts, effective August 17, 1987, by operation of law in accordance with Section 2050 et seq. of the California Financial Code with the approval of the California State Banking Department; and

WHEREAS, certain of the corporate trust accounts transferred pursuant to the Purchase Agreement relate to arrangements entered into in connection with the lease

financing of certain units of railroad equipment (the "Railway Accounts"); and

WHEREAS, certain documents relating to the railroad equipment in these arrangements have been previously filed and recorded with the Interstate Commerce Commission ("ICC") in accordance with the provisions of Section 11303 of Title 49 of the United States Code; and

WHEREAS, Wells Fargo and Bankers Trust now desire to give notice to all persons of the assignment and transfer to Bankers Trust of the interest held by Wells Fargo in the Railway Accounts, and to make such assignment and transfer of interest enforceable against all such persons;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Wells Fargo does hereby assign and transfer to Bankers Trust and its successors and assigns, effective as of August 17, 1987, and Bankers Trust hereby accepts and assumes, all of the estates, properties, rights, powers, duties and trusts of Wells Fargo as Secured Party under that certain Lease of Railroad Equipment dated as of July 1, 1978, recorded with the ICC on October 26, 1978 and assigned Recordation No. 9797, as amended by the First Amendment dated as of July 1, 1978, recorded with ICC on January 18, 1979 and assigned Recordation No. 9797-A, and as further amended and supplemented, such documents covering one hundred seventy-seven (177) 100-ton hopper cars bearing

Union Carbide Corporation, as lessee ("Lessee"), road numbers RAIX 57220-57396, inclusive, and two hundred forty-three (243) tank cars bearing Lessee road numbers RAIX 2359-2369, 2540-2575, 2701-2717, 3001-3009, 3401-3456, 6577-6650, 8025-8059, and 9149-9153, all inclusive; and

FURTHERMORE, Wells Fargo and Bankers Trust hereby agree that this Agreement should be recorded with the ICC in accordance with Section 11303 of Title 49 of the United States Code, and the regulations promulgated thereunder.

WELLS FARGO BANK, NATIONAL ASSOCIATION

[SEAL]

By: Jack W. Wetzell

BANKERS TRUST COMPANY OF CALIFORNIA, NATIONAL ASSOCIATION

[SEAL]

By: / Lawrence J. Bell

Tit/e: Assistant Vice President

State of California)
) ss
County of San Francisco)

On this 9th day of March, 1988 before me personally appeared Jack W. Wetzel to me personally known, who being by me duly sworn, says that he is the Vice President of Wells Fargo Bank, National Association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Notary Public

My Commission
Expires on December 7, 1988

State of California SS County of San Francisco

on this 23rd day of February before me personally appeared Lawrence J. Bell, to me personally known, who being by me duly sworn, says that he is the Assistant Vice President of Bankers Trust Company of California, National Association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Notary Public My Commission
Expires on May 20, 1991

DANIEL J. NEW NOTARY PUBLIC - CALIFORNIA CITY AND COUNTY OF SAN FRANCISCO

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